

**UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF VIRGINIA
ALEXANDRIA DIVISION**

IN RE: NII HOLDINGS, INC.
SECURITIES LITIGATION

Case No. 1:14-cv-227-LMB-JFA

**CLASS REPRESENTATIVES' MOTION FOR FINAL APPROVAL OF
CLASS ACTION SETTLEMENT AND PLAN OF ALLOCATION**

Pursuant to Federal Rule of Civil Procedure 23(e) and this Court's Order Granting Preliminary Approval of Class Action Settlement, Approving Form and Manner of Notice and Setting Date for Hearing on Final Approval of Settlement, dated May 16, 2016, Court-appointed Class Representatives Danica Pension, Livsforsikringsaktieselskab, Industriens Pensionsforsikring A/S, Pension Trust Fund for Operating Engineers Pension Plan, IBEW Local No. 58 / SMC NECA Funds, and Jacksonville Police & Fire Pension Fund, on behalf of themselves and the Court-certified Class, hereby move this Court for entry of a Judgment approving the Settlement as fair, reasonable and adequate and for entry of an Order approving the proposed Plan of Allocation as fair and reasonable.

In support of this motion, Class Representatives submit (i) the Joint Declaration of Gregory M. Castaldo, Joel H. Bernstein, and Susan R. Podolsky in Support of Proposed Class Action Settlement, Plan of Allocation, and Award of Attorneys' Fees and Expenses, with attached exhibits; (ii) the Memorandum of Law in Support of Class Representatives' Motion for Final Approval of Class Action Settlement and Plan of Allocation; and (iii) all other papers and proceedings herein. Proposed orders will be submitted with Class Representatives' reply submission on or before September 9, 2016, after the deadlines for objecting and seeking exclusion have passed.

Dated: August 12, 2016

By: /s/ Susan R. Podolsky

LAW OFFICES OF SUSAN R. PODOLSKY

Susan R. Podolsky (Va. Bar No. 27891)
1800 Diagonal Road, Suite 600
Alexandria, VA 22314
Telephone: 571-366-1702
Facsimile: 703-647-6009
Email: spodolsky@podolskylaw.com

Local Counsel for Plaintiffs and the Class

**KESSLER TOPAZ MELTZER
& CHECK, LLP**

Gregory Castaldo (*pro hac vice*)
Daniel C. Mulveny (*pro hac vice*)
280 King of Prussia Road
Radnor, PA 19087
Telephone: 610-667-7706
Facsimile: 610-667-7056
Email: gcastaldo@ktmc.com

Jennifer L. Joost (*pro hac vice*)
One Sansome Street, Suite 1850
San Francisco, CA 94104
Telephone : 415-400-3000
Facsimile: 415-400-3001
Email: jjoost@ktmc.com

Co-Lead Counsel for Plaintiffs and the Class

LABATON SUCHAROW LLP

Joel H. Bernstein (*pro hac vice*)
Serena P. Hallowell (*pro hac vice*)
Matthew J. Hrutkay (*pro hac vice*)
Eric D. Gottlieb (*pro hac vice*)
140 Broadway
New York, NY 10005
Telephone: 212-907-0700
Facsimile: 212-818-0477
Email: jbernstein@labaton.com
shallowell@labaton.com
mhrutkay@labaton.com
egottlieb@labaton.com

Co-Lead Counsel for Plaintiffs and the Class

**BERNSTEIN LITOWITZ BERGER
& GROSSMANN LLP**

Gerald H. Silk (*pro hac vice*)
Jai K. Chandrasekhar (*pro hac vice*)
1251 Avenue of the Americas
New York, NY 10020
Telephone: 212-554-1400
Facsimile: 212-554-1444
Email: jerry@blbglaw.com
jai@blbglaw.com

*Counsel for Lead Plaintiff Jacksonville Police
and Fire Pension Fund and Additional
Counsel for the Class*

**KLAUSNER KAUFMAN JENSEN &
LEVINSON, P.A.**

Robert D. Klausner (*pro hac vice*)
Stuart Kauffman (*pro hac vice*)
7080 N.W. 4th Street
Plantation, FL 33317
Telephone: (954) 916-1202
Facsimile: (954) 916-1232
Email: bob@robertdklausner.com
stu@robertdklausner.com

*Additional Counsel for Lead Plaintiff
Jacksonville Police and Fire Pension Fund*

MOTLEY RICE LLC

James M. Hughes (*pro hac vice*)
David P. Abel (*pro hac vice*)
28 Bridgeside Blvd.
Mt. Pleasant, SC 29464
Telephone: (843) 216-9000
Facsimile: (843) 216-9450
Email: jhughes@motleyrice.com
dabel@motleyrice.com

Counsel for Additional Plaintiff TOBAM, SAS

CERTIFICATE OF SERVICE

I hereby certify that this document filed through the ECF system will be sent electronically to the registered participants as identified on the Notice of Electronic Filing and paper copies will be sent to those indicated as non-registered participants on August 12, 2016.

/s/ Susan R. Podolsky
Susan R. Podolsky (Va. Bar No. 27891)
Law Offices of Susan R. Podolsky
1800 Diagonal Road, Suite 600
Alexandria, VA 22314
Telephone: 571-366-1702
Facsimile: 703-647-6009
Email: spodolsky@podolskylaw.com

Local Counsel for the Class